

[Handwritten Signature]

Honorable August B. Landis
United States Bankruptcy Judge



Entered on Docket
May 06, 2014

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

* * * * *

In re:)	Case No.: BK-S-12524-ABL
)	
TELEXFREE, LLC,)	Chapter 11
)	
<input type="checkbox"/> AFFECTS THIS DEBTOR)	Jointly Administered:
)	
X AFFECTS ALL DEBTORS)	14-12525-abl TelexFree, Inc.
)	14-12526-abl TelexFree Financial, Inc.
<input type="checkbox"/> AFFECTS TELEXFREE, INC.)	
<input type="checkbox"/> AFFECTS TELEXFREE, FINANCIAL)	Date: May 2, 2014
INC.,)	Time: 9:30 a.m.
)	

**ORDER APPROVING U.S. SECURITIES & EXCHANGE
COMMISSION'S MOTION TO CHANGE VENUE¹**

This matter came on for hearing before the Court on both May 2, 2014 and May 6, 2014 pursuant to the U.S. Securities & Exchange Commission's ("SEC") motion for an order changing the venue of the instant cases to the U.S. Bankruptcy Court, District of Massachusetts, Central Division, (the "Motion"). (ECF No. 67). Debtors TelexFree, LLC, TelexFree, Inc., and

¹ In this Order, all references to "ECF No." are to the numbers assigned to the documents filed in the case as they appear on the docket maintained by the clerk of the court. References to "Section" are to provisions of the Bankruptcy Code, 11 U.S.C. §§ 101–1532. References to "Local Rules" are to provision of the Local Rules of Bankruptcy Practice of the United States Bankruptcy Court for the District of Nevada.

1 TelexFree Financial, Inc. (collectively the “Debtors”) opposed the Motion. (ECF No. 120). The
2 SEC docketed a Reply. (ECF No. 143). Gregory E. Garman and Teresa M. Pilatowicz, of
3 Gordon Silver, Nancy A. Mitchell and Joseph P. Davis, of Greenberg Traurig, appeared on
4 behalf of Debtors. J. Michal Bloom appeared on behalf of the United States Trustee. Athanasios
5 Agelakopoulos appeared on behalf of Tracy Hope Davis, United States Trustee for Region 17.
6 Sandra Lavigna, Deena R. Bernstein, and Frank C. Huntington appeared on behalf of the U.S.
7 Securities & Exchange Commission. Other appearances were noted on the record.

8 The Court has reviewed the SEC’s Motion; Debtor’s objection thereto and the supporting
9 declaration of Stuart A. MacMillan; and the reply filed by SEC. To the extent that the Court
10 admitted documents and witness testimony into evidence during the May 2, 2014 hearing, that
11 evidence is incorporated into this written order pursuant to FED. R. CIV. P. 52, made applicable
12 to this matter pursuant to Fed. R. Bankr. P. 9014(c) and 7052. Additionally, to the extent that the
13 Court and made findings of fact and conclusions of law on the record during the May 6, 2014
14 hearing, those findings of fact and conclusions of law are incorporated into this written order
15 pursuant to FED. R. CIV. P. 52, made applicable to this matter pursuant to Fed. R. Bankr. P.
16 9014(c) and 7052.

17 The Court has also considered the arguments of counsel at the May 2, 2014 hearing, and
18 is fully advised as to the issues pending before it. The court finds that it has jurisdiction over this
19 matter pursuant to 28 U.S.C. §§ 157 and 1334; this is a core matter pursuant to 28 U.S.C. §
20 157(b)(2); and venue is proper in this district pursuant to 28 U.S.C. § 1408(1) as to TelexFree,
21 LLC and pursuant to 28 U.S.C. § 1408(2) as to TelexFree Financial, Inc.

22 Based upon the record before the Court:

23 **IT IS ORDERED** that the Motion to change venue be and hereby is **GRANTED**.

24 **IT IS FURTHER ORDERED** that all of the Debtors’ jointly administered cases are
25 transferred to the U.S. Bankruptcy Court, District of Massachusetts, Central Division.

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